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*Proposed Attorneys for the Debtors and  
 Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION**

In re:	)	
	)	Chapter 11
	)	
AMF BOWLING WORLDWIDE, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 12-36495 (____)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**DEBTORS' MOTION FOR AUTHORITY TO (I) PREPARE A LIST OF CREDITORS  
 IN LIEU OF SUBMITTING A FORMATTED MAILING MATRIX AND (II) FILE A  
 CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST UNSECURED CREDITORS**

AMF Bowling Worldwide, Inc., and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), file this motion seeking entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, for authority to (a) prepare a list of creditors

<sup>1</sup> The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: AMF Bowling Worldwide, Inc. (3272); 300, Inc. (3632); American Recreation Centers, Inc. (1151); AMF BCH LLC (9642); AMF Beverage Company of Oregon, Inc. (4960); AMF Bowling Centers Holdings Inc. (1697); AMF Bowling Centers, Inc. (1662); AMF Bowling Mexico Holding, Inc. (7931); AMF Holdings, Inc. (5037); AMF WBCH LLC (9643); AMF Worldwide Bowling Centers Holdings Inc. (1641); Boliches AMF, Inc. (9631); Bush River Corporation (7033); King Louie Lenexa, Inc. (0814); Kingpin Holdings, LLC (5411); and Kingpin Intermediate Corp. (5447). The location of the Debtors’ service address is: 7313 Bell Creek Road, Mechanicsville, Virginia 23111.

in lieu of submitting a formatted mailing matrix, and (b) file a consolidated list of the Debtors' 30 largest unsecured creditors. In support of this motion, the Debtors respectfully state as follows.<sup>2</sup>

### **Jurisdiction**

1. The United States Bankruptcy Court for the Eastern District of Virginia (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a), 342(a), and 521 of the Bankruptcy Code, Rules 1007(a)(1) and (d) and 2002(a) and (f) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 1007-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules").

### **Relief Requested**

4. The Debtors seek entry of the Order authorizing the Debtors to (a) prepare a list of creditors in lieu of submitting a formatted mailing matrix, and (b) file a consolidated list of the Debtors' 30 largest unsecured creditors.

### **Basis for Relief**

#### **I. Authority Exists to Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix.**

5. Pursuant to Bankruptcy Rule 1007(a)(1), "the debtor shall file with the petition a list containing the name and address of each creditor unless the petition is accompanied by a schedule of

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<sup>2</sup> A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this motion and the Debtors' chapter 11 cases, are set forth in greater detail in the *Declaration of Stephen D. Satterwhite, Chief Financial Officer and Chief Operating Officer of AMF Bowling Worldwide, Inc., in Support of Debtors' Chapter 11 Petitions and First Day Pleadings* (the "First Day Declaration"), filed contemporaneously with the Debtors' voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), on November 12, 2012 (the "Petition Date").

liabilities.” Local Bankruptcy Rule 1007-1(H)(1) states that this list of creditors must be submitted either on a diskette in a computer readable format specified by the Office of the Clerk of the Court or via the Electronic Case Files System. Exhibit 5 to the Local Bankruptcy Rules (“Exhibit 5”) specifies the format in which the mailing matrix must be submitted.

6. The Debtors have already prepared a single, consolidated list of all of the Debtors’ creditors and are prepared to make such list available in electronic form to any party in interest who so requests and in non-electronic form at such requesting party’s sole cost and expense, in lieu of submitting a mailing matrix in accordance with Local Bankruptcy Rule 1007-1(H)(1).

7. There are thousands of creditors and parties in interest in the chapter 11 cases. The Debtors maintain lists of the names and addresses of all such entities on various computer software programs that permit the Debtors, and/or a third-party service provider on the Debtors’ behalf, to print mailing labels for each such entity. As described in greater detail below, contemporaneously herewith, the Debtors’ have sought to retain Kurtzman Carson Consultants LLC as the Debtors’ notice, claims, and balloting agent in the chapter 11 cases. Because the Clerk of the Court (the “Clerk”) will be relieved of the burden of sending notice to the Debtors’ numerous creditors and parties in interest, the Debtors submit that the Clerk does not need the information provided in a mailing matrix formatted in accordance with Local Bankruptcy Rule 1007-1(H)(1).

8. Compiling the information in the format required by Local Bankruptcy Rule 1007-1(H)(1) and Exhibit 5 would create an unnecessary administrative burden for the Debtors’ estates. Additionally, the risk of error in transcription would be significant, particularly in light of the large number of creditors and parties in interest.

**II. Authority Exists to File a Single Consolidated List of the Debtors' 30 Largest Unsecured Creditors.**

9. Bankruptcy Rule 1007(d) provides that a debtor shall file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders . . . .” Fed. R. Bankr. P. 1007(d). Because many creditors are shared amongst certain of the Debtors and the Debtors operate as a single business enterprise, the Debtors request authority to file a single, consolidated list of their 30 largest general unsecured creditors.

10. In addition, the exercise of compiling separate top 20 creditor lists for each individual Debtor would consume an excessive amount of the Debtors' scarce time and resources. Moreover, as the Debtors will request the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”) to appoint a single official committee of unsecured creditors, a consolidated list of the largest creditors is a more appropriate list of the Debtors' most significant unsecured creditors. As such, the Debtors believe relief to file a single consolidated list of the 30 largest unsecured creditors in the chapter 11 cases is appropriate. Similar relief has been granted in comparable chapter 11 cases in this district and other jurisdictions. *See, e.g., In re Workflow Mgmt., Inc.*, No. 10-74617 (SCS) (Bankr. E.D. Va. Oct. 8, 2010); *In re Greenbrier Hotel Corp.*, No. 09-31703 (KRH) (Bankr. E.D. Va. Mar. 20, 2009); *In re S & K Famous Brands, Inc.*, No. 09-30805 (KRH) (Bankr. E.D. Va. Feb. 10, 2009); *In re Canal Corp. f/k/a Chesapeake Corp.*, No. 08-36642 (DOT) (Bankr. E.D. Va. Dec. 30, 2008) (DOT); *In re Circuit City Stores, Inc.*, No. 08-35653 (KRH) (Bankr. E.D. Va. Nov. 12, 2008); *In re Movie Gallery, Inc.*, No. 07-33849 (DOT) (Bankr. E.D. Va. Oct. 18, 2007); *In re Rowe Cos.*, No. 06-11142 (SSM) (Bankr. E.D. Va. Sept. 20, 2006).<sup>3</sup>

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<sup>3</sup> Because of the voluminous nature of the orders cited herein, such orders are not attached to this motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

**Waiver of Memorandum of Points and Authorities**

11. The Debtors respectfully request that the Court treat this motion as a written memorandum of points and authorities or waive any requirement that this motion be accompanied by a written memorandum of points and authorities as described in Local Bankruptcy Rule 9013-1(G).

**Notice**

12. The Debtors have provided notice of this motion to the following parties or, in lieu thereof, to their counsel, if known: (a) the U.S. Trustee; (b) the entities listed on the consolidated list of creditors holding the thirty largest unsecured claims; (c) the agent for the Debtors' proposed debtor-in-possession financing facility; (d) the agent for the Debtors' prepetition first lien credit facility; (e) the ad hoc group of first lien lenders; (f) the agent for the Debtors' prepetition second lien credit facility; (g) the ad hoc group of second lien lenders; (h) any party that may have a particular interest in this motion; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors respectfully submit that no further notice is necessary.

**No Prior Request**

13. No prior request for the relief sought in this motion has been made to this or any other court.

*[Remainder of Page Intentionally Left Blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: November 12, 2012  
Richmond, Virginia

By: /s/ Dion W. Hayes

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*Proposed Attorneys for the Debtors and  
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**EXHIBIT A**

**Proposed Order**

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In re:	)	
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AMF BOWLING WORLDWIDE, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 12-36495 (____)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**ORDER AUTHORIZING THE DEBTORS TO (I) PREPARE A LIST OF CREDITORS  
 IN LIEU OF SUBMITTING A FORMATTED MAILING MATRIX AND (II) FILE A  
 CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST UNSECURED CREDITORS**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") authorizing the Debtors to

<sup>1</sup> The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: AMF Bowling Worldwide, Inc. (3272); 300, Inc. (3632); American Recreation Centers, Inc. (1151); AMF BCH LLC (9642); AMF Beverage Company of Oregon, Inc. (4960); AMF Bowling Centers Holdings Inc. (1697); AMF Bowling Centers, Inc. (1662); AMF Bowling Mexico Holding, Inc. (7931); AMF Holdings, Inc. (5037); AMF WBCH LLC (9643); AMF Worldwide Bowling Centers Holdings Inc. (1641); Boliches AMF, Inc. (9631); Bush River Corporation (7033); King Louie Lenexa, Inc. (0814); Kingpin Holdings, LLC (5411); and Kingpin Intermediate Corp. (5447). The location of the Debtors' service address is: 7313 Bell Creek Road, Mechanicsville, Virginia 23111.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



(a) prepare a list of creditors in lieu of submitting a formatted mailing matrix, and (b) file a consolidated list of the Debtors' 30 largest unsecured creditors; all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to file a consolidated list of their 30 largest unsecured creditors in the Debtors' chapter 11 cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.
3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic form to any party who so requests and in non-electronic form at such requesting party's sole cost and expense.

4. The Debtors, with the assistance of Kurtzman Carson Consultants LLC, the proposed notice, claims, and balloting agent (upon the Court's authorization), are authorized, but not directed, to undertake all mailings directed by the Court, the U.S. Trustee, or in accordance with the Bankruptcy Code, including the notice of commencement of the chapter 11 cases, and any other correspondence that the Debtors may wish to send to parties in interest.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. Notice of the Motion as provided therein shall be deemed good and sufficient notice.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated:  
Richmond, Virginia

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Dion W. Hayes

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**CERTIFICATION OF ENDORSEMENT**  
**UNDER LOCAL BANKRUPTCY RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Dion W. Hayes